

TOGUT, SEGAL & SEGAL LLP
One Penn Plaza, Suite 3335
New York, New York 10119
(212) 594-5000
Albert Togut
Neil M. Berger
Steven S. Flores

*Counsel for DPH Holdings Corp., et al.,
Reorganized Debtors*

DPH Holdings Corp. Legal Information Hotline:
Toll Free: (800) 718-5305
International: (248) 813-2698

DPH Holdings Corp. Legal Information Website:
<http://www.dphholdingsdocket.com>

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----X	:	
	:	
In re	:	Chapter 11
	:	
DPH HOLDINGS CORP., et al.,	:	Case No. 05-44481 (RDD)
	:	
Reorganized Debtors.	:	(Jointly Administered)
	:	
-----X		

**JOINT STIPULATION AND ORDER BETWEEN THE
REORGANIZED DEBTORS AND GENERAL MOTORS LLC REGARDING
ADJOURNMENT OF THE HEARING TO CONSIDER MOTION TO COMPEL**

This stipulation and order (this "Stipulation") is entered into by and between DPH Holdings Corp. ("DPH Holdings" or "DPH," and, together with certain of its affiliated reorganized debtors in the above-captioned chapter 11 cases, the ("Reorganized Debtors"), and General Motors LLC ("New GM," and collectively with the Reorganized Debtors, the "Parties," and each individually, a "Party").

RECITALS

WHEREAS, on July 3, 2013, the Reorganized Debtors filed the *Reorganized Debtors' Motion for an Order to Compel Compliance With, and to Implement, the Modified Plan, Plan Modification Order and Related Documents* (the "Motion to Compel") [Docket No. 22075],¹ whereby, the Reorganized Debtors sought, among other things, this Court's entry of an order determining that New GM is obligated to fund the Trust Claims Settlements in accordance with the terms of the Funding Agreement; and

WHEREAS, on July 3, 2013, the Reorganized Debtors also filed the *Reorganized Debtors' Motion for Final Decree and Order Pursuant to 11 U.S.C. §§ 105, 350(a), and 1142, Fed. R. Bankr. P. 3022, and Local Bankr. R. 3022-1 Closing the Bankruptcy Cases and Providing Related Relief* (the "Motion to Close Bankruptcy Cases") [Docket No. 22073]; and

WHEREAS, on July 18, 2013, New GM filed the *Objection by General Motors LLC to (I) Reorganized Debtors' Motion for an Order to Compel Compliance With, and to Implement, the Modified Plan, Plan Modification Order and Related Documents, and (II) Reorganized Debtors' Motion for Final Decree and Order Pursuant to 11 U.S.C. §§ 105, 350(a), and 1142, Fed. R. Bankr. P. 3022, and Local Bankr. R. 3022-1 Closing the Bankruptcy Cases and Providing Related Relief* (the "Objection") [Docket No. 22088], whereby, New GM, among other things, objected to the relief requested in the Motion to Compel and the Motion to Close Bankruptcy Cases; and

¹ Capitalized terms used but not otherwise defined herein shall be ascribed the meanings provided in the Motion to Compel.

WHEREAS, on July 25, 2013, counsel for the Parties appeared before the Court and represented that the Parties had reached an interim agreement pertaining to the adjournment of the hearing to consider the Motion to Compel (the "Hearing"), and they read the terms of that agreement in to the record (the "Record").

NOW, THEREFORE, IT IS HEREBY STIPULATED AND AGREED, by and between counsel for the Reorganized Debtors and New GM, as follows:

1. The foregoing recitals are hereby fully incorporated into and made an express part of this Stipulation.

2. Notwithstanding anything to the contrary contained in the MDA, this Court has and shall continue to have and exercise jurisdiction over all matters related to the Motion to Compel. The filing of the Motion to Compel tolls the time for filing of a complaint to commence an adversary proceeding if this Court determines that an adversary proceeding is needed.

3. The Hearing is adjourned until August 22, 2013 at 10:00 a.m. (ET) so that information can be exchanged and settlement discussions can be conducted between the Parties.

4. The Reorganized Debtors shall file their reply in support of the Motion to Compel no later than 4 business days before the date of the Hearing.

5. The Parties will work in good faith to address and exchange information concerning issues raised by the Parties pertaining to the Motion to Compel. Exchanges of information regarding those issues will be kept confidential. The Parties will work together in good faith to resolve or address confidentiality issues, if

documents need to be filed with the Court. Except for those waivers specifically provided herein, this Stipulation is without waiver of either Parties' rights or arguments.

6. The Motion to Close Bankruptcy Cases will proceed and will be heard on July 30, 2013, as scheduled. Between the date of this Stipulation and July 30, 2013, the Parties will work together to try to resolve New GM's objection on the Motion to Close Bankruptcy Cases. New GM will not assert that the adjournment of the Motion to Compel is a defense to the Motion to Close Bankruptcy Cases or that such adjournment is a reason why the Motion to Close Bankruptcy Cases cannot go forward as scheduled. Adjournment of the Hearing shall not prevent the Reorganized Debtors from continuing with the Motion to Close Bankruptcy Cases and seeking the relief requested therein. New GM may assert its objections to the Motion to Close Bankruptcy Cases.

7. Each person who executes this Stipulation by or on behalf of the Parties warrants and represents that such person has been duly authorized and empowered to execute and deliver this Stipulation on behalf of that Party.

8. The parties are bound by their representations to the Court as stated on the Record and by this Stipulation.

9. This Stipulation may be executed in any number of counterparts, each of which shall be deemed an original, but all of which taken together shall constitute one and the same instrument, with facsimile and PDF signature pages deemed to be originals.

10. This Court shall retain jurisdiction to hear any matters or disputes arising from or relating to this Stipulation.

Dated: New York, New York
July 26, 2013

DPH Holdings Corp., et al.,
By Their Attorneys
TOGUT, SEGAL & SEGAL LLP
By:

/s/ Neil M. Berger
NEIL M. BERGER
STEVEN S. FLORES
One Penn Plaza, Suite 3335
New York, New York 10119
(212) 594-5000

Dated: New York, New York
July 26, 2013

GENERAL MOTORS LLC
By Its Attorneys
KING & SPALDING LLP
By:

/s/ Scott Davidson
ARTHUR STEINBERG
SCOTT DAVIDSON
1185 Avenue of the Americas
New York, New York 10036
(212) 5562100

SO ORDERED:

this 29th day of July, 2013
in White Plains, New York

/s/Robert D. Drain
HONORABLE ROBERT D. DRAIN
UNITED STATES BANKRUPTCY JUDGE